

NOTICE OF ISSUANCE

REQUEST FOR QUALIFICATIONS (RFQ) FOR BOND COUNSEL AND DISCLOSURE COUNSEL

The Housing Finance Authority of Palm Beach County is soliciting proposals for:

Bond Counsel and Disclosure Counsel

Date of Issuance: March 14, 2025

Proposal Due Date: April 15, 2025

The Housing Finance Authority of Palm Beach County is seeking to retain law firms to provide legal representation in the field of bond counsel and disclosure counsel.

SECTION 1

GENERAL INFORMATION

1.1 ISSUING OFFICE:

This Request for Qualifications (RFQ) is issued by The Housing Finance Authority of Palm Beach County, hereinafter referred to as “Authority”, by the Executive Director, as set forth in Section 1.6. The Executive Director is the SOLE point of contact concerning this RFQ. All communications regarding this RFQ must be done through the Executive Director.

1.2 PURPOSE OF THE PROJECT:

The Authority is seeking to select a law firm or firms to serve as bond counsel and disclosure counsel on future bond issues of the Authority. Bond counsel renders an opinion on the validity of the bond offering, the security of the offering and whether and to what extent interest on the bonds is exempt from income and other taxation. Disclosure counsel must offer complete services to meet the Authority’s need in future bond financings including the preparation of the preliminary and final official statements, any negotiations with underwriters with respect to disclosure issues and the preparation of primary and secondary market disclosure documents. The Authority’s Board will select the firm or firms to serve as bond counsel and disclosure counsel. The Authority reserves the right to allocate the work between the selected firm(s) in such manner as it deems appropriate, including but not limited to rotation or designating one firm as “bond counsel” and the other as “disclosure counsel,” which allocation may or may not result in each selected firm being retained to perform approximately the same amount of work. The manner of allocation shall be set forth in the contract entered into between the Authority and each selected firm.

1.3 PERIOD OF CONTRACT:

The effective date of the Contract will be upon execution by the Authority and approval by the Palm Beach County Board of County Commissioners. The selected proposers will provide bond counsel and disclosure counsel services for a three (3) year period and one three (3) year renewal option offered by the Authority. The Authority reserves the right to reject any and all proposals, to waive any and all informalities outlined in this RFQ and in the selection process, and generally, to make the award which, in its judgment, will best meet the objectives of the Authority.

The Authority reserves the right to withdraw or cancel this RFQ at any time without prior notice and the Authority makes no representations that any contract will be awarded to any proposer responding to this RFQ.

1.4 QUALIFICATION OF RESPONDENTS:

All proposers to this RFQ shall have demonstrated experience with the issuance of single family housing revenue bonds, mortgage credit certificates and multi-family housing revenue bonds and shall meet all criteria/requirements identified in this RFQ. The proposer must have national recognition as Municipal Bond Attorneys as exemplified by continuously maintaining a listing in the Bond Buyer's Municipal Marketplace (Red Book) for at least three (3) years.

1.5 PROPOSAL SUBMISSION:

The hardcopy proposal must be submitted on 8½ x 11 inch paper.

One (1) unbound hardcopy original and an emailed pdf version of the complete proposal must both be received by the Executive Director by 5 P.M. EST on April 15, 2025 addressed as follows:

Housing Finance Authority of Palm Beach County
100 Australian Avenue, Suite 410
West Palm Beach, Florida 33406

Attention: David Brandt, Executive Director
dbrandt@pbc.gov
RFQ for Bond Counsel and Disclosure Counsel
Due Date: April 15, 2025

Appendix A, Business Information, must be signed by an officer of the company who is legally authorized to enter into a contractual relationship in the name of the proposer ("Authorized Person").

1.6 CONTACT PERSON:

The contact person for this RFQ is David Brandt, Executive Director, at (561) 233-3652, e-mail address dbrandt@pbc.gov.

Proposers are advised that from the date of release of this RFQ until award of any contract, NO contact with Authority Board members or staff (other than the Contact Person) concerning this RFQ is permitted.

1.7 CONE OF SILENCE:

Proposers are advised that the "Palm Beach County Lobbyist Registration Ordinance" is applicable to this RFQ and prohibits a proposer or anyone representing the proposer from communicating with any Authority Board member or staff (other than the Contact Person) regarding its proposal, i.e., a "Cone of Silence".

The “Cone of Silence” is in effect from the date of the deadline for submission of the proposal, and terminates at the time that the Authority Board awards or approves a contract, rejects all proposals, or otherwise takes action which ends the solicitation process.

Proposers may, however, contact any Authority Board member or staff via written communication, i.e., fax, e-mail, or U.S. Mail.

Violations of the “Cone of Silence” are punishable by a fine of \$250.00 per violation.

1.8 ADDITIONAL INFORMATION/AMENDMENT(S):

Any questions, comments (i.e., additional information or clarifications) must be made, in writing via e-mail only, no later than the date specified in Section 1.9 and to the e-mail address listed for the Contact Person (Section 1.6) above. The request must contain the proposer’s name, address, phone number, facsimile number and e-mail address. All questions and the response from the Executive Director will be posted on the Authority’s website.

Changes to this RFQ, when deemed necessary by the Authority, will be completed only by written Amendment(s) issued prior to the Deadline for receipt of proposals. Proposers should not rely on any representations, statements or explanation other than those made in the RFQ or in any Amendment to this RFQ. Where there appears to be a conflict between the RFQ and any Amendment issued, the last Amendment issued shall prevail.

Amendments to the RFQ will be posted on the Authority’s website.

1.9 TIMETABLE (Tentative):

<u>Activity</u>	<u>Date</u>	<u>Time</u>	<u>Location</u>
RFQ sent to law firms Available to download from Authority website	3/14/2025	TBD	N.A.
Deadline for receipt of questions or comments	3/28/2025	5:00 p.m.	David Brandt Housing Finance Authority of Palm Beach County 100 Australian Ave., Suite 410 West Palm Beach, FL 33406
Deadline for receipt of proposals	4/15/2025	5:00 p.m.	David Brandt Housing Finance Authority of Palm Beach County 100 Australian Ave., Suite 410 West Palm Beach, FL 33406

Authority Board Meeting	5/09/2025	9:00 a.m.	100 Australian Avenue, Rm 1-470 West Palm Beach, FL 33406
Notification of Award	5/09/2025	TBD	David Brandt Housing Finance Authority of Palm Beach County 100 Australian Ave., Suite 410 West Palm Beach, FL 33406
Entering into Contract	TBD	TBD	David Brandt Housing Finance Authority of Palm Beach County 100 Australian Ave., South Suite 410 West Palm Beach, FL 33406
Approval of Contract by Board of County Commissioners	TBD	TBD	County Commission Chambers 301 N. Olive Avenue, 6th Floor West Palm Beach, FL 33401

NOTE: The Authority reserves the right to alter the above activities and/or times at the Authority's sole discretion.

SECTION 2

GENERAL TERMS AND CONDITIONS

2.1 PROPOSAL GUARANTEE:

Proposer guarantees its commitment, compliance, and adherence to all requirements of the RFQ by submission of its proposal.

2.2 MODIFIED PROPOSALS:

Proposer may submit a modified proposal to replace all or any portion of a previously submitted proposal until the Deadline for receipt of proposals. The Authority will only consider the latest proposal submitted.

2.3 WITHDRAWAL OF PROPOSALS:

A proposal may be withdrawn only by written notification.

2.4 LATE PROPOSALS, LATE MODIFIED PROPOSALS:

Proposals and/or modifications to proposals received after the Deadline for receipt of proposals specified in the RFQ Timetable (Section 1.9) are late and shall not be considered.

2.5 RFQ POSTPONEMENT/CANCELLATION:

The Authority may, at its sole and absolute discretion, reject any and all, or parts of any and all, proposals; waive any minor irregularities in this RFQ or in the proposals received as a result of this RFQ; postpone or cancel, at any time, this RFQ process; or re-solicit this RFQ.

2.6 COSTS INCURRED BY PROPOSERS:

All expenses incurred with the preparation and submission of proposals to the Authority, or any work performed in connection therewith, shall be borne by the proposer. No payment will be made for proposals received, nor for any other effort required of or made by the proposers, prior to commencement of work as defined by a contract approved by the Authority.

2.7 PROPRIETARY/CONFIDENTIAL INFORMATION:

Proposers are hereby notified that all information submitted as part of, or in support of, proposals will be available for public inspection after opening of proposals, in compliance with Chapters 119 and 286, Florida Statutes, popularly known as the “Public Records Law” and the “Government in the Sunshine Law” respectively.

2.8 NEGOTIATIONS/COMPENSATION:

The Authority may award a contract on the basis of initial proposals received, without discussions. The form contract for bond/disclosure counsel is attached to this RFQ as Attachment “I” and should be reviewed by the proposer. Compensation for the legal services performed as bond counsel or disclosure counsel shall be as provided for in Exhibit “A” to the form contract, which may be modified by mutual agreement of the Authority and the selected provider(s) subsequent to entering into a contract with such provider(s).

2.9 REVIEW OF PROPOSALS:

Each proposal will be reviewed to determine if the proposal is responsive to the RFQ. Proposals deemed to be non-responsive will be rejected without being evaluated by the Authority. A responsive proposal is one which has been signed, has been submitted by the specified submission time, and has provided the information required to be submitted with the proposal (as stated in Section 3). While poor formatting, poor documentation, and/or incomplete or unclear information may not be cause to reject a proposal without evaluation, such substandard submissions may adversely impact the evaluation of a proposal. Proposers who fail to comply with all of the required and/or desired elements of this RFQ, do so at their own risk.

2.10 SELECTION PROCESS:

All proposals timely received will be reviewed first by the Executive Director and General Counsel to the Authority to determine if each proposer has submitted the required information and met all Proposal Requirements (as stated in Section 3). Those proposals fulfilling the Proposal Requirements shall be referred to the Authority Board for review and further consideration.

The Authority Board will evaluate all responses to this RFQ that meet the Proposal Requirements and are deemed responsive. The Authority Board intends to evaluate all proposals based solely on the information submitted with the proposal. Accordingly, proposers are urged to ensure that their proposal contains all the necessary information for the Authority Board to fairly and accurately evaluate each of the criteria listed below in Section 2.11. However, an oral presentation, additional written information, internal staff analysis, proposer presentations, outside consultants, and/or any other information may be required, at any time during the selection process, to help the Authority Board determine the final ranking of proposers. The Authority Board may determine, as the result of additional information, that the impact of this information is significant and may be considered in the scoring and/or ranking, at the discretion of the Authority Board.

The Authority Board shall meet in public session to score each proposal by reviewing each proposal against the evaluation criteria listed below in Section 2.11. Upon completion of the

Authority Board's review and discussion of all the responsive proposals submitted, each Authority Board member shall score each proposal and rank each proposal based upon said scoring. The Authority shall then, based upon the individual rankings, create an overall ranking of the proposals.

After the Authority Board has created the overall ranking of the proposals, it will then review, discuss, and make its award.

2.11 EVALUATION CRITERIA:

- | | |
|--|-----------------------------|
| 1. Experience/Qualifications/Technical Knowledge and Capabilities/References
(See Section 3.1) | Weight 50% (50 pts) |
| 2. Resources/Key Personnel and Operations
(See Section 3.2) | Weight 40 % (40 pts) |
| 3. Accessibility and Availability to Authority
(See Section 3.3) | Weight 10 % (10 pts) |

2.12 AWARD OF CONTRACT:

The apparent successful proposers will be notified of the recommendation for award by email. Contracts must be completed and executed by the successful proposers and by the Authority before becoming valid and effective. If this condition is not met in a timely manner through no fault of the Authority, the Authority board, at its sole discretion, may elect to cancel the Recommended Award to that proposer. This process may continue until such time as the Authority has determined to cancel the procurement in its entirety.

The ordinance creating the Authority requires that the Contract must be approved by the Board of County Commissioners. Prior to the commencement of work, the successful proposer shall execute and provide to the Authority the form of Anti-Human Trafficking Affidavit (Attachment II).

2.13 COMMENCEMENT OF WORK:

This RFQ does not, by itself, obligate the Authority. The Authority's obligation will commence when the Contract is entered into by the Authority and approved by the Board of County Commissioners. The Authority will not be responsible for any work done by the proposer, even work done in good faith, if it occurs prior to the contract start date set by the Authority.

2.14 AUTHORIZED SIGNATURE:

The authorized representative signature required on all proposals and the Contract must be made by an officer of the company (if applicable).

SECTION 3

PROPOSAL REQUIREMENTS

PROPOSAL FORMAT AND CONTENT:

Format

Proposals should be typed, double spaced and submitted on 8 ½" x 11" size paper, using a single method of fastening (e.g., stapled, binder, etc.). Proposals should include only brief and concise narrative. The enclosure of elaborate or unnecessary verbiage or promotional material is discouraged.

Table of Contents

Proposals should contain a Table of Contents. The Table of Contents outlines, in sequential order, all of the areas of the proposal and it allows for clarity and ease of review of the proposal.

Letter of Transmittal

Proposals should contain a Letter of Transmittal addressed to the Contact Person listed in Section 1.6, and should, at a minimum, contain the following:

- a. Identification of Proposer, including name, address and telephone number.
- b. Proposed working relationship between proposer and subcontractors, if applicable.
- c. Name, title, address, telephone number, and e-mail address of contact person during period of proposal evaluation.
- d. Acknowledgment of any Amendments to this RFQ.
- e. Acknowledgement that the form of contract attached as Attachment I to the RFQ, including the fee schedule attached thereto, is acceptable to the proposer.
- f. Signed by a person authorized to bind proposer to the terms of the proposal.

Technical Proposal

Proposals shall contain all of the information required below. Failure of a proposer to provide the required information is considered sufficient cause to deem the proposal non-responsive.

Notwithstanding these submittal requirements, the Authority reserves the right, at its sole discretion, to waive any minor irregularity relating to the proposal. Upon request, it shall be the responsibility of the proposer to address the determined minor irregularity within a time frame specified by the Authority (normally within two working days of request). Failure of a proposer

to provide the required information within the specified time frame is considered sufficient cause to deem the proposal non-responsive.

Each of the following requirements should be addressed in separate sections of the proposal.

3.1 EXPERIENCE/QUALIFICATIONS/TECHNICAL KNOWLEDGE AND CAPABILITIES/REFERENCES:

- A. Discuss your firm's experience with the issuance of tax exempt and taxable housing bonds, and list the housing bond issuers in Florida for which your firm currently serves as bond counsel and disclosure counsel.

3.2 RESOURCES/KEY PERSONNEL AND OPERATIONS:

The proposer shall provide:

3.2.1 The full legal name and organization structure of the firm. List and profile all attorneys with your firm who have experience with the issuance of single family housing revenue bonds, mortgage credit certificates or multi-family housing revenue bonds for Florida local governments. Identify individuals who have the day-to-day responsibility for firm's engagement and identify the office to which they are permanently assigned. Responses to this section should include information as to length of time that your firm has provided these services.

3.2.2 Resumes of partners and principals who will be assigned to the Authority's engagement. This information should describe the qualification, education and professional background and special training of each attorney and indicate the experience each attorney possesses with respect to bond counsel and disclosure counsel representation, and any other information deemed relevant to their ability to handle single family housing revenue bond, mortgage credit certificate or multi-family housing revenue bond matters.

3.2.3 To the extent not otherwise addressed in Section 3.1 or this Section 3.2, describe the proposer's qualifications and experience with respect to federal tax matters relating to single family housing revenue bonds, mortgage credit certificates or multi-family housing revenue bonds.

3.2.4 An affirmative statement to the effect that, to your knowledge, the retention of your firm would not result in a conflict of interest with any party. Alternatively, should any potential conflict exist, specify the party with which there might be a conflict, the nature of the potential conflict, and the means proposed to resolve such conflict.

3.2.5 A description of any disciplinary action, administrative proceeding, malpractice claim or other like proceeding against your firm's public finance practice or any of its public finance lawyers, whether current or pending, as well as any such action, proceeding or claim occurring during the last five years.

3.2.6 A description of the nature and magnitude of any litigation or proceeding whereby, during the past five years, a court or any administrative agency has ruled against your firm's public finance practice in any matter related to the professional activities of the firm. Similar information should be provided for current or pending litigation.

3.2.7 Whether the proposer's firm is currently doing legal work or has, in the past five (5) years, done legal work for any member of the Authority board or Authority staff or any business entity that any member of the Authority board or Authority staff is an officer, director or owner of a substantial interest (more than 10%) .

3.3 ACCESS AND AVAILABILITY TO AUTHORITY:

3.3.1 The proposer shall provide a statement of local availability and degree of accessibility to the Authority. Describe the logistics of the proposer's accessibility to the Authority in terms of the geographic location of individuals with primary responsibility for the client relationship with the Authority, and the travel time and restrictions, if any, to be on site at the Authority.

SECTION 4

SCOPE OF WORK/SERVICES

4.1 GENERAL REQUIREMENTS:

A. Bond counsel

The services to be provided by bond counsel shall include, but not be limited to the following:

1. Render an opinion on the validity of the bond offering, the security for the offering and to what extent interest is exempt from income and other taxation.
2. Provide a legal opinion that assures the Authority and the investors who purchase the bonds that all legal and tax requirements relevant to the matters covered by the opinion are met. Have in-house expertise to provide specialized tax advice beyond normal bond counsel services, as needed.
3. Provide demonstrated ability, knowledge and expertise in the areas of municipal bond law, securities law, tax law, local government law, trial and appeal of bond validation actions, and the issuance of tax exempt municipal bonds and notes to be able to allot sufficient time to meet the demand that the Authority places on its bond counsel and respond quickly and efficiently.
4. Recommend the necessary provisions and covenants to be contained in the financing in the best interest of the Authority.
5. Coordinate work with the Authority's general counsel, staff and professional consultants, including the underwriters, placement agents and bond purchasers, regarding the financial and security provisions to be contained in the bond documents authorizing and securing the financing, and attend meeting and hearings and otherwise assist to the extent reasonable and necessary, with exhibits and testimony.
6. Prepare all legal forms and documents necessary to execute the sale and closing of the financing including any notice of sale, bid form and publication of legal notices.
7. Prepare and file documentation relating to applying for private activity bond allocation from the State of Florida Division of Bond Finance, including carry-forward allocation.

8. If necessary, oversee the validation proceedings and prepare and file all necessary legal documents.
9. Provide comparable services with respect to mortgage credit certificates proposed to be issued by the Authority.

B. Disclosure counsel

The services to be provided by disclosure counsel shall include, but not be limited to, the following:

1. Review all bond documents.
2. Prepare preliminary official statement and official statement for the sale of the Authority's bonds, advise and assist the Authority to assure that the information contained in the official statement is accurate and complete in all material respects.
3. Prepare or review the Authority's continuing disclosure agreement pursuant to Section 15c2-12 of the Securities Exchange Act 1934.
4. Render to the Authority a 10(b)-5 opinion as to no material omissions or misstatements and either (a) render such opinion to the underwriter(s) of the bonds as well, or (b) consent to the underwriter(s) relying on such opinion.
5. Advise on disclosure matters with regard to the structuring and timing of the Authority's debt issues.
6. Advise on matters of material event disclosures and related matters regarding secondary market disclosure.
7. Advise on changes in Federal and State legislation and regulatory matters involving disclosure matters applicable to the Authority.

SECTION 5 ATTACHMENTS

ATTACHMENT I - FORM OF CONTRACT

ATTACHMENT II – FORM OF ANTI-HUMAN TRAFFICKING AFFIDAVIT

SECTION 6

APPENDIX

APPENDIX A
BUSINESS INFORMATION
RFQ FOR BOND COUNSEL AND
DISCLOSURE COUNSEL

Full Legal Name of Entity: _____
(Exactly as it is to appear on the Contract/Agreement)

Entity Address: _____

Telephone Number: (____) _____

Fax Number: (____) _____

Form of Entity (check one and complete the appropriate entity statement attached hereto)

- ☐ Corporation (Complete forms page(s) _____)
- ☐ Partnership, General (Complete forms page(s) _____)
- ☐ Partnership, Limited (Complete forms page(s) _____)
- ☐ Joint Venture (Complete forms page(s) _____)
- ☐ Sole Proprietorship
- Federal I.D. Number: _____

(1) If Proponent is a subsidiary, state name of parent company.

Caution: All information provided herein must be as to Proponent (subsidiary) and not as to parent company.

(2) If a corporation is a partner of a proposing partnership or a member of a proposing joint venture, the corporation statement, attached hereto, must be completed in addition to the appropriate Proponent's business entity statement.

Is Entity registered to do business in the State of Florida? Yes ☐ No ☐

If **yes** to the above, as of what date? _____

If not presently registered with the Division of Corporations to do business in the State of Florida as either a Florida or foreign corporation, Proposer acknowledges, by signing below, that if it is the Awardee it will register with the State of Florida prior to the effective date of the contract with the Housing Finance Authority.

SIGNATURE: _____

NAME (PRINT): _____

TITLE: _____

COMPANY: _____

CORPORATION STATEMENT

If a Corporation, answer the following:

1. When incorporated?_____
2. Where incorporated?_____
3. The Corporation is held:
[] Publicly [] Privately

PARTNERSHIP STATEMENT (General or Limited)

If a General or Limited Partnership, answer the following:

1. Date of organization? _____
2. Place of organization? _____
3. Indicate: ☐ General Partnership or ☐ Limited Partnership

JOINT VENTURE STATEMENT

If a Joint Venture, answer the following:

1. Date of organization? _____
2. Place of organization? _____
3. Is the Joint Venture agreement recorded? ☐ yes ☐ no

If yes, indicate _____
 Date Book Page Location

TABLE OF CONTENTS

SECTION	PAGE
SECTION 1 GENERAL INFORMATION	2
1.1 Issuing Office	2
1.2 Purpose of The Project	2
1.3 Period of Contract	2
1.4 Qualification of Respondents	3
1.5 Proposal Submission	3
1.6 Contact Person	3
1.7 Cone of Silence	4
1.8 Additional Information/Amendment(s)	4
1.9 Timetable (Tentative)	4
 SECTION 2 GENERAL TERMS AND CONDITIONS	 6
2.1 Proposal Guarantee	6
2.2 Modified Proposals	6
2.3 Withdrawal of Proposals	6
2.4 Late Proposals, Late Modified Proposals	6
2.5 RFQ Postponement/Cancellation	6
2.6 Costs Incurred by Proposers	6
2.7 Proprietary/Confidential Information	6
2.8 Negotiations/Compensation	7
2.9 Review of Proposals	7
2.10 Selection Process	8
2.11 Evaluation Criteria	8
2.12 Award of Contract	8
2.13 Commencement of Work	8
2.14 Authorized Signature	8

TABLE OF CONTENTS
(continued)

SECTION	PAGE
SECTION 3 PROPOSAL REQUIREMENTS	9
Proposal Format and Content	9
Format	9
Table of Contents	9
Letter of Transmittal	9
Technical Proposal	9
3.1 Experience/Qualifications/Technical Knowledge and Capabilities/References	10
3.2 Resource/Key Personnel and Operations	10
3.3 Access and Availability to Authority	11
SECTION 4 SCOPE OF WORK/SERVICES	12
4.1 General Requirements	12
A. Bond Counsel	12
B. Disclosure Counsel	13
SECTION 5 ATTACHMENTS	14
ATTACHMENT I – Form of Contract	14
ATTACHMENT I – Form of Anti-Human Trafficking Affidavit	14
SECTION 6 APPENDIX	15
APPENDIX A - Business Information	16